

" I am writing to recommend that you consider choosing Family First for your loved one. My mom was accepted into one of their homes in October and was reluctant to make the move. When I did the pre-interview I said that my mom could be difficult at times; this was a slight understatement of her personality. She was welcomed with open arms and Chris and Julie made the transition as easy as possible. When she was chilly they got her heated blanket.

When she wanted cookies, they gave her a private stash in her room. When she was difficult, they loved her through the situation. The caregivers were excellent. Since we were near we were able to transport her to the doctor but it was a comfort to know that Chris was willing to do this if the need had arisen. As her health deteriorated and her needs increased, my mom was concerned that she would "get kicked out." It was a great reassurance to her and to her family that she could spend her last days in what she had come to recognize as her new home. She passed into the Lord's arms on Christmas morning and the staff made this as easy as possible for both her and for myself. I saw Chris when I arrived to get my mom's belongings and said to him "I have no more parents to put into your competent care but I have many friends to whom I can recommend your services." I believe that Family First is more than a business; it is also a ministry. My mom and her family were the beneficiaries of their loving care.

- **Mary Ann Seiwerath**

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on March 20, 2000.

Global Crossing Ltd.

By: /s/ Leo J. Hindery

Name: *Leo J. Hindery*
Title: *Chief Executive Officer*

POWER OF ATTORNEY

Each person whose signature appears below appoints each of Robert Annunziata and Dan Cohrs, severally, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and anything appropriate or necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date ----
<u>/s/ Gary Winnick</u> Gary Winnick	Chairman of the Board and Director	March 20, 2000
<u>/s/ Lodwrick M. Cook</u> Lodwrick M. Cook	Co-Chairman of the Board and Director	March 20, 2000
<u>/s/ Thomas J. Casey</u> Thomas J. Casey	Vice Chairman of the Board and Director	March 20, 2000
<u>/s/ Jack M. Scanlon</u> Jack M. Scanlon	Director; Vice Chairman of the Board, Asia Global Crossing	March 20, 2000
<u>/s/ Leo J. Hindery</u> Leo J. Hindery	Chief Executive Officer and Director; Chairman and Chief Executive Officer, GlobalCenter, Inc.	March 20, 2000
<u>/s/ David L. Lee</u> David L. Lee	President, Chief Operating Officer and Director	March 20, 2000

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Name	Age	Position
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Geoffrey J.W. Kent.....	57	Director
Canning Fok Kin-ning.....	48	Director
David L. Lee.....	50	Director
Douglas H. McCorkindale..	60	Director
James F. McDonald.....	60	Director
Barry Porter.....	42	Director
Bruce Raben.....	46	Director
Michael R. Steed.....	50	Director

Class A Director Nominees for Terms Expiring at the 2003 Annual General Meeting

Norman Brownstein--Mr. Brownstein, a Director of Global Crossing since May 2000, is Chairman of the Board of the legal firm of Brownstein Hyatt & Farber, P.C., a position he has held since 1986. A member of the American College of Real Estate Lawyers, Mr. Brownstein primarily practices in the areas of real estate law and commercial transactions. Mr. Brownstein is a Presidential appointee of the U.S. Holocaust Memorial Council, a director of the National Jewish Center for Immunology and Respiratory Medicine, a Trustee of the Simon Wiesenthal Center, and a Vice President of the American Israel Public Affairs Committee. He also serves as a director of Wyndham International.

Thomas J. Casey--Mr. Casey has been Vice Chairman and a Director since December 1998, after having been appointed Managing Director of Global Crossing in September 1998. Prior to joining Global Crossing, Mr. Casey was co-head of Merrill Lynch & Co.'s Global Communications Investment Banking Group for three years. From 1990 to 1995, Mr. Casey was a partner and co-head of the telecommunications and media group of the law firm of Skadden, Arps, Slate, Meagher and Flom. Mr. Casey also serves as president of Pacific Capital Group, Inc. ("PCG"), a leading merchant bank specializing in telecommunications, media and technology, which has a substantial equity investment in Global Crossing. Mr. Casey is also a director of Value America, Inc. and StorageNetworks, Inc.

William E. Conway, Jr.--Mr. Conway, a Director of Global Crossing since August 1998, has been a managing director of The Carlyle Group, a private global investment firm, since 1987. Prior thereto, Mr. Conway had been Senior Vice President and Chief Financial Officer of MCI Communications Corporation. Mr. Conway also serves as director of Nextel Communications, Inc.

Leo J. Hindery, Jr.--In February 2000, Mr. Hindery was named Chief Executive Officer of Global Crossing. Mr. Hindery has been a Global Crossing Director since February 2000 and Chairman and Chief Executive Officer of Global Crossing's GlobalCenter Inc. subsidiary since December 1999. Prior thereto, he had been President and Chief Executive Officer of AT&T Broadband & Internet Services since March 1999. From March 1997 until March 1999, Mr. Hindery was President of Tele-Communications, Inc., a cable television and programming company. Prior thereto, he was Managing General Partner of InterMedia Partners, a cable television operator that he founded in 1988.

James F. McDonald--Mr. McDonald, a Director of Global Crossing since September 1999, has been President and Chief Executive Officer of Scientific-Atlanta, Inc., a leading supplier of broadband communications systems, satellite-based video, voice and data communications networks and world-wide customer service and support, since 1993. He is also a director of Scientific-Atlanta and Burlington Resources, Inc.

Class B Directors with Terms Expiring at the 2001 Annual General Meeting

Robert Annunziata--Mr. Annunziata, a Director of Global Crossing since March 1999, was Chief Executive Officer of Global Crossing from February 1999 through March 2000. From September 1998 to February 1999, Mr. Annunziata was President of AT&T's business services group, responsible for the AT&T global network. Prior thereto, Mr. Annunziata was Chairman and Chief Executive Officer of the Teleport Communications Group, a competitive local exchange carrier, from 1983 to 1998.

Exhibit Number -----	Exhibit Description -----
10.22	1998 Global Crossing Ltd. Stock Incentive Plan, as amended and restated effective December 7, 1999 (incorporated by reference to Exhibit 10.21 to the Global Crossing Holdings Ltd. Registration Statement on Form S-4 filed on January 11, 2000 (File No. 333-94449)).
10.23	Form of Non-Qualified Stock Option Agreement as in effect on September 30, 1999 (incorporated by reference to Exhibit 10.2 to the November 15, 1999 10-Q).
10.24	Frontier Corporation Supplemental Retirement Savings Plan as amended and restated effective January 1, 1996 (incorporated by reference to Exhibit 10.13 to Frontier Corporation's Annual Report on Form 10-K filed March 28, 1997).
10.25	Amendment No. 1, effective March 16, 1999, to Frontier Corporation Supplemental Retirement Savings Plan (incorporated by reference to Exhibit 10.2 to Frontier Corporation's Quarterly Report on Form 10-Q filed August 3, 1999).
10.26	Amendment No. 2, dated September 21, 1999, to Frontier Corporation Supplemental Retirement Savings Plan (incorporated by reference to Exhibit 10.5 to the November 15, 1999 10-Q).
10.27	Employment Agreement dated as of February 19, 1999 between the Registrant and Robert Annunziata (incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q filed on May 10, 1999).
10.28	Executive Contract dated January 1, 1998 between Joseph P. Clayton and Frontier Corporation (incorporated by reference to Exhibit 10.22 to Frontier Corporation's Annual Report on Form 10-K filed March 26, 1998).
10.29	Amendment dated May 1, 1999 to Executive Contract between Joseph P. Clayton and Frontier Corporation (incorporated by reference to Exhibit 10.9 to the November 15, 1999 10-Q).
10.30	Sale Agreement, dated October 10, 1999, among Controls and Communications Limited, The Racal Corporation, Racal Electronics plc and the Registrant (incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K filed on October 21, 1999).
10.31	Subscription and Sale and Purchase Agreement, dated November 15, 1999, among Hutchison Whampoa Limited, Hutchison Telecommunications Limited, the Registrant and HCL Holdings Limited (incorporated by reference to Exhibit 10.33 to the Global Crossing Holdings Ltd. Registration Statement on Form S-4 filed on January 11, 2000 (File No. 333-94449)).
10.32	Registration Rights Agreement, dated as of December 15, 1999, among the Registrant and the initial purchasers of the Registrant's 7% Cumulative Convertible Preferred Stock named therein (incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form S-3 (File No. 333-94803) filed on January 18, 2000).
10.33	Employment Agreement, dated as of December 5, 1999, between the Registrant and Leo J. Hindery, Jr. (incorporated by reference to Exhibit 10.32 to the Registrant's annual report on Form 10-K for the year ended December 31, 1999).
10.34	Form of Change in Control Agreement between the Registrant and Executive Officers of the Registrant approved by the Board of Directors in January 2000 (incorporated by reference to Exhibit 10.33 to the Registrant's annual report on Form 10-K for the year ended December 31, 1999).
10.35	Employment Agreement, dated as of December 3, 1999, between the Registrant and John A. Scarpati (incorporated by reference to Exhibit 10.36 to Registrant's annual report on Form 10-K for the year ended December 31, 1999).
12.1	Statement of Computation of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to Registrant's annual report on Form 10-K for the year ended December 31, 1999).
21.1	Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 to Registrant's annual report on Form 10-K for the year ended December 31, 1999).

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21.1	Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 to Registrant's annual report on Form 10-K for the year ended December 31, 1999).
23.1	Consent of Arthur Andersen (filed herewith).
23.2	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.3	Consent of KPMG Audit Plc (filed herewith).
23.4	Consent of Deloitte & Touche (filed herewith).
23.5	Consent of PricewaterhouseCoopers (filed herewith).
23.6	Consent of Appleby, Spurling & Kempe (included in Exhibit 5.1).
24.1	Power of Attorney of the Registrant (included on signature page II-8 of this Registration Statement).